UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

STEPHEN GRAY,

Plaintiff,

Civil Action No: 07 Civ. 9790

(SHS)(DCF)

-against-

CITIGROUP INC., ET AL.,

Defendants.

[ADDITIONAL CAPTIONS APPEAR ON THE NEXT PAGE]

DECLARATION OF JAMES KELLY-KOWLOWITZ IN FURTHER SUPPORT OF THE GRAY PLAINTIFFS' MOTION

Doc. 159562

SHAUN ROSE,		Civil Action No: 07 Civ. 10294
	Plaintiff,	(DC)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	
MEREDITH TRANBERG,	"	
		Civil Action No: 07 Civ. 10341 (SHS)(DCF)
	Plaintiff,	
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	
ANTON K. RAPPOLD,		
	Plaintiff,	Civil Action No: 07 Civ. 10396 (SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		,
	Defendants.	
SAMIER TADROS,		
	Plaintiff,	Civil Action No: 07 Civ. 10442
	rammi,	(SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	

STEPHAN FIORINO, -against-	Plaintiff,	Civil Action No: 07 Civ. 10458 (SHS)(DCF)
-agamst-		
CITIGROUP INC., ET AL.,		
	Defendants.	
JAMES BOLLA,		
	Plaintiff,	Civil Action No: 07 Civ. 10461 (SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	
MARK GEROULO,		
	Plaintiff,	Civil Action No: 07 Civ. 10472 (SHS)(DCF)
-against-		1
CITIGROUP INC., ET AL.,		
	Defendants.	
ALAN STEVENS,		;
	Plaintiff,	Civil Action No: 07 Civ. 11156 (SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	

STEVEN GOLDSTEIN,	Plaintiff,	Civil Action No: 07 Civ. 11158
	i idiittiii,	(SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	
CHRIS SOUTHARD,	*****]
	Plaintiff,	Civil Action No: 07 Civ. 11164 (SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	
WILLIAM WOODWARD,	ET AL.,	
	Plaintiff,	Civil Action No: 07 Civ. 11207 (SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	
FRANCIA BRICK,		
	Plaintiff,	Civil Action No: 07 Civ. 11369 (SHS)(DCF)
-against-		
CITIGROUP INC., ET AL.,		
	Defendants.	

- I, James Kelly-Kowlowitz, declare, under penalty of perjury, as follows:
- 1. I am an attorney with the law firm of Wolf Popper LLP ("Wolf Popper"), counsel for plaintiffs Gray and Bolla in the above-captioned actions, and am admitted to the bar of the State of New York and the Bar of the United States District Court for the Southern District of New York.
- 2. I submit this Declaration in further support of the motion by Stephen Gray, Samier Tadros and James Bolla (collectively, the "Gray Plaintiffs") for (1) Consolidation, (2)

 Appointment of Lead Plaintiffs and Leadership Structure, and (3) Entry of [Proposed] Pretrial

 Order No. 1, and in Opposition to the Motion of Plaintiffs Shaun Rose and Mark Geroulo for the Appointment of Interim Lead Plaintiffs, Co-lead Counsel and Liaison Counsel.
- 3. Wolf Popper filed a complaint on behalf of plaintiff Gray, and then filed another complaint on behalf of another large stakeholder in the Citigroup 401(k) plan, James Bolla. Wolf Popper is also liaison counsel on behalf of Stephan Fiorino. His counsel is Ann D. White Law Offices, PC.
- 4. Out of the thirteen plaintiffs who filed cases, five of them plaintiffs Rappold, Tranberg, Fiorino, Stevens, and Southard, and their counsel, have filed papers with this Court supporting the leadership structure proposed by the Gray Plaintiffs. *See Rappold v. Citigroup Inc.*, 07-CV-10396(SHS)(DCF) (Docket #7); *Tranberg v. Citigroup, Inc.*, 07-CV-10458(SHS)(DCF) (Docket #11); *Fiorino v. Citigroup Inc.*, 07-CV-10458(SHS)(DCF) (Docket #28); *Steven v. Citigroup, Inc.*, 07-CV-11156(SHS)(DCF) (Docket #18); *Southard v. Citigroup, Inc.*, 07 CV-9790 (SHS)(DCF) (Docket #17).
- 5. Attached hereto as Exhibit A is a true and correct copy of the notice of withdrawal as counsel of record for Plaintiff Shaun Rose, filed by Schiffrin, Barroway Topaz & Kessler, LLP Doc. 159562

on January 7, 2007.

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct, this 10th day of January, 2008.

James Kelly-Kowlowitz

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UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

SHAUN ROSE, Individually and On Behalf of All Others Similarly Situated,))
Plaintiff,)
V.) CIVIL ACTION NO. 07 Civ. 10294
CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE) CLASS ACTION COMPLAINT
COMMITTEE OF CITIGROUP, INC., THE 401(k) INVESTMENT COMMITTEE and JOHN DOES 1-10.) JURY TRIAL DEMANDED)
Defendants.)))

NOTICE OF WITHDRAWAL OF ATTORNEY OF RECORD

PLEASE TAKE NOTICE that Schiffrin Barroway Topaz & Kessler, LLP (hereinafter "SBTK"), withdraws as counsel of record in the above-referenced action. Plaintiff notes that this action is one of a number of related actions which are the subject of competing consolidation and interim lead class counsel motions brought pursuant to FED. R. CIV. P. 23(g), 42(a). Plaintiff supports the consolidation of all directly related actions brought pursuant to the Employee Retirement Income Security Act of 1974 and will be represented by Dealy & Silberstein, LLP going forward.

Dated: January 7, 2008 New York, New York

DEALY & SILBERSTEIN, LLP

BY:

Milo Silberstein, Esq. 225 Broadway 14th Floor, Suite 1405 New York, New York 10006 Tel: (212) 385-0066

SCHIFFRIN BARROWAY TOPAZ & KESSLER, LLP

Joseph H. Meltzer, Esq. Edward W. Ciolko, Esq. Katherine B. Bornstein, Esq. Joseph A. Weeden, Esq. 280 King of Prussia Road Radnor, PA 19087 Tel:(610) 667-7706 Fax: (610) 667-7056